

Registre de Commerce et des Sociétés

Numéro RCS : B199582

Référence de dépôt : L160149705

Déposé et enregistré le 04/08/2016

RCSL Nr. : B199582

Matricule : 2015 2444 924

ABRIDGED BALANCE SHEET

Financial year from ⁰¹ 19/8/2015 to ⁰² 31/12/2015 (in ⁰³ USD)

Delphi Luxembourg Financing S.à r.l.

Avenue de Luxembourg

L-4940 Bascharage

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101 _____	101 _____	102 _____
I. Subscribed capital not called	1103 _____	103 _____	104 _____
II. Subscribed capital called but unpaid	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 <u>3.141.230.200,00</u>	110 _____
I. Intangible fixed assets	1111 _____	111 _____	112 _____
II. Tangible fixed assets	1125 _____	125 _____	126 _____
III. Financial fixed assets	1135 _____	135 <u>3.141.230.200,00</u>	136 _____
D. Current assets	1151 _____	151 <u>9.720.690.276,66</u>	152 _____
I. Inventories	1153 _____	153 _____	154 _____
II. Debtors	1163 _____	163 <u>9.720.690.276,66</u>	164 _____
a) becoming due and payable within one year	1203 _____	203 <u>25.742.971,63</u>	204 _____
b) becoming due and payable after more than one year	1205 _____	205 <u>9.694.947.305,03</u>	206 _____
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 _____	198 _____
E. Prepayments	1199 _____	199 _____	200 _____
TOTAL (ASSETS)		²⁰¹ <u>12.861.920.476,66</u>	²⁰² <u>0,00</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B199582

Matricule : 2015 2444 924

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 _____	301 <u>12.453.934.835,31</u>	302 _____
I. Subscribed capital	1303 _____	303 <u>58.209,00</u>	304 _____
II. Share premium and similar premiums	1305 _____	305 <u>12.256.273.213,35</u>	306 _____
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 _____	310 _____
V. Profit or loss brought forward	1319 _____	319 _____	320 _____
VI. Profit or loss for the financial year	1321 _____	321 <u>197.603.412,96</u>	322 _____
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 _____	329 _____	330 _____
a) becoming due and payable within one year	1425 _____	425 _____	426 _____
b) becoming due and payable after more than one year	1427 _____	427 _____	428 _____
C. Provisions	1331 _____	331 _____	332 _____
D. Non subordinated debts	1339 _____	339 <u>407.985.641,35</u>	340 _____
a) becoming due and payable within one year	1407 _____	407 _____	408 _____
b) becoming due and payable after more than one year	1409 _____	409 <u>407.985.641,35</u>	410 _____
E. Deferred income	1403 _____	403 _____	404 _____
TOTAL (LIABILITIES)		405 <u>12.861.920.476,66</u>	406 <u>0,00</u>

Registre de Commerce et des Sociétés

Numéro RCS : B199582

Référence de dépôt : L160149705

Déposé le 04/08/2016

RCSL Nr. : B199582

Matricule : 2015 2444 924

ABRIDGED PROFIT AND LOSS ACCOUNT

Financial year from ⁰¹ 19/8/2015 to ⁰² 31/12/2015 (in ⁰³ USD)

Delphi Luxembourg Financing S.à r.l.

Avenue de Luxembourg

L-4940 Bascharage

A. CHARGES

	Reference(s)	Current year	Previous year
1. to 2. Gross loss (less B.1 to B.3 and B.5)	1643 _____	643 <u>17.015,61</u>	644 _____
3. Staff costs	1605 _____	605 _____	606 _____
a) Salaries and wages	1607 _____	607 _____	608 _____
b) Social security on salaries and wages	1609 _____	609 _____	610 _____
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
4. Value adjustments	1615 _____	615 _____	616 _____
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____	618 _____
b) on current assets	1619 _____	619 _____	620 _____
5. Other operating charges	1621 _____	621 _____	622 _____
6. Value adjustments and fair value adjustments on financial fixed assets	1623 _____	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	1625 _____	625 _____	626 _____
8. Interest and other financial charges	1627 _____	627 <u>1.505.006,10</u>	628 _____
a) concerning affiliated undertakings	1629 _____	629 <u>1.503.991,77</u>	630 _____
b) other interest and similar financial charges	1631 _____	631 <u>1.014,33</u>	632 _____
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 _____	650 _____

RCSL Nr. : B199582

Matricule : 2015 2444 924

	Reference(s)	Current year	Previous year
10. Extraordinary charges	1633 _____	633 _____	634 _____
11. Income tax	1635 _____	635 <u>0,51</u>	636 _____
12. Other taxes not included in the previous caption	1637 _____	637 _____	638 _____
13. Profit for the financial year	1639 _____	639 <u>197.603.412,96</u>	640 _____
TOTAL CHARGES		641 <u>199.125.435,18</u>	642 <u>0,00</u>

RCSL Nr. : B199582

Matricule : 2015 2444 924

B. INCOME

	Reference(s)	Current year	Previous year
1. to 3. and 5. Gross profit (less A.1 and A.2)	1739 _____	739 _____	740 _____
4. Reversal of value adjustments	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
6. Income from financial fixed assets	1715 _____	715 _____	716 _____
a) derived from affiliated undertakings	1717 _____	717 _____	718 _____
b) other income from participating interests	1719 _____	719 _____	720 _____
7. Income from financial current assets	1721 _____	721 _____	722 _____
a) derived from affiliated undertakings	1723 _____	723 _____	724 _____
b) other income from financial current assets	1725 _____	725 _____	726 _____
8. Other interest and other financial income	1727 _____	727 <u>199.125.435,18</u>	728 _____
a) derived from affiliated undertakings	1729 _____	729 <u>199.125.435,18</u>	730 _____
b) other interest and similar financial income	1731 _____	731 _____	732 _____
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____	746 _____
10. Extraordinary income	1733 _____	733 _____	734 _____
13. Loss for the financial year	1735 _____	735 <u>0,00</u>	736 _____
TOTAL INCOME		737 <u>199.125.435,18</u>	738 <u>0,00</u>

Registre de Commerce et des Sociétés

Numéro RCS : B199582

Référence de dépôt : L160149705

Déposé le 04/08/2016

Delphi Luxembourg Financing S.à r.l.

Annual accounts
for the financial year ended
December 31, 2015

Avenue de Luxembourg

L-4940 Bascharage

R.C.S. Luxembourg: B199.582

Subscribed capital: USD 58.209

Delphi Luxembourg Financing S.à r.l.

Notes to the annual accounts
for the financial year ended December 31, 2015

1 General information

Delphi Luxembourg Financing S.à r.l. (“the Company”) is a Luxembourg company incorporated on August 19th 2015 as a “Société à Responsabilité Limitée” and subject to the general company law of Luxembourg.

The Company is established for an unlimited period.

The registered office of the Company is at avenue de Luxembourg, L-4940 Bascharage. The Company is registered with the Register of Commerce and Companies of Luxembourg under the section B number 199.582.

The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, or other business entities, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships and carry out its business through branches in Luxembourg or abroad.

The Company may borrow in any form and proceed by private placement to the issue of bonds and debentures.

In a general fashion it may grant assistance (by way of loans or otherwise) to companies or other enterprises in which the Company has an interest or which form part of the group of companies to which the Company belongs, take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purposes.

The accounting year of the Company begins on the first day of January and terminates on the last day of December of each year.

Based on the Luxembourg law of August 10, 1915, the Company is exempted from the obligation to draw up consolidated accounts and a consolidated management report for the year ending December 31, 2015. Therefore, in accordance with the legal provisions, these annual accounts were presented on a non-consolidated basis to be approved by the unitholder during the Annual General Meeting.

The Company is included in the consolidated accounts of Delphi Automotive Plc (the “Delphi Group”) forming at once the largest and the smallest body of entities of which the Company forms a part as a subsidiary entity. The consolidated accounts of Delphi Automotive Plc are available at its registered office located in Jersey.

Delphi Luxembourg Financing S.à r.l.

Notes to the annual accounts
for the financial year ended December 31, 2015

2 Presentation of the comparative financial data

The year starts on the incorporation date of the Company at 19th August and ends on December 31st, therefore there are no comparative data. The presentation of the annual account is based on the new chart of accounts regulation applicable in Luxembourg, and taken into account the amended layout of the accounts as per the modified law of December 19, 2002.

3 Significant accounting policies

3.1 Basis of presentation

The annual accounts of the Company have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones lay down by the law of 19 December 2002, determined and applied by the Board of Managers of the Company.

3.2 Basis of conversion for items originally expressed in foreign currency

The Company maintains its accounting records in United States Dollars (“USD”) and the balance sheet and profit and loss account are expressed in this currency.

Cash at bank is denominated in foreign currencies and is translated into USD at the year-end exchange rate.

3.3 Financial assets

If applicable, the shares in affiliated undertakings are valued in the annual accounts at historical cost including the expenses incidental thereto. Value adjustments are made in respect of shares in affiliated undertakings to recognize a durable reduction in their value, such reduction being determined and made for each financial asset individually. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

3.4 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Delphi Luxembourg Financing S.à r.l.

Notes to the annual accounts
for the financial year ended December 31, 2015

3.5 Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which, at the date of the balance sheet are neither likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

3.6 Debts

Debts are stated at their repayment value.

4. Financial fixed assets

Name	Country of incorporation	% of interest 31/12/2015	Net book value 31/12/2015 USD	Net equity 2015	Result 2015
DUKIL	UK	12,02%	572.000.000	N/A	N/A
DLAH LLP	UK	76,20%	2.569.230.200	N/A	N/A
			3.141.230.200		

During 2015 the Company made several capital contributions into DUKIL for a total amount of USD 572.000.000.

Delphi Luxembourg Financing S.à r.l.

Notes to the annual accounts
for the financial year ended December 31, 2015

5. Debtors

As of December 31, 2015, the outstanding balance from affiliated undertakings amounts to USD 9.720.689.677. This balance consists of the following amounts:

		<i>Balance as of 31/12/2015 USD</i>
Amounts becoming due and payable within one year		
Delphi Automotive Luxembourg LLP (loan N1)	(a)	13.078.125
Delphi Automotive Luxembourg LLP (loan N2)	(a)	9.418.403
Delphi Automotive Luxembourg LLP	(b)	95.086
Delphi Latin America Holdings LLP	(c)	757
Delphi Latin America Holdings LLP	(c)	3.150.000
Subtotal		25.742.371
Amounts becoming due and payable after more than one year		
Delphi Automotive Luxembourg LLP (loan N1)	(a)	2.250.000.000
Delphi Automotive Luxembourg LLP (loan N2)	(a)	1.750.000.000
Delphi Automotive Luxembourg LLP	(b)	11.159.605
Delphi Latin America Holdings LLP	(c)	348.561
Delphi Latin America Holdings LLP	(c)	299.900.000
Delphi Financial Services Luxembourg Sarl	(d)	5.383.539.139
Subtotal		9.694.947.305
Grand total		9.720.689.676

a) On August 26, 2015, Delphi International Holdings S.a r.l. ("DIHS") contributed to the Company two promisory notes against Delphi Automotive Luxembourg LLP for a principal amount of USD 2.250.000.000 and USD 1.750.000.000. In exchange, the Company issued 1.000 shares having a nominal value of USD 1 each together with a share premium of USD 3.999.999.000.

The related maturity date is August 26, 2025.

Total interests income amounts to USD 92.163.194 in 2015 and the balance in interests receivable amounts to USD 22.496.528 as of December 31, 2015 after payments made in November and in December 2015.

b) On October 28, 2015, the Company opened a USD 300.000.000 revolving line to Delphi Automotive Luxembourg LLP ("DALLLP"). A first drawdown amounting to USD 70.598.651 was made on November 23, 2015, and a second drawdown amounting to USD 48.5878 was made on December 2, 2015.

The related maturity date is September 30, 2018.

Total interests income amounts to USD 143.674 in 2015 and the balance in interests receivable amounts to USD 95.086 as of December 31, 2015 after payments made in December 2015.

Delphi Luxembourg Financing S.à r.l.

Notes to the annual accounts
for the financial year ended December 31, 2015

c) On October 28, 2015, DIHS contributed to the Company two receivables it held against Delphi Latin America Holdings LLP (“DLAHLHP”) including accrued and unpaid interest in the respective amounts of USD 322.766.667 and USD 84.316.556. After USD 22.866.667 payments made in November 2015, the balance of loan receivable amounts to USD 299.900.000 and the related interest receivable to USD 3.150.000 as of December 31, 2015.

The related maturity date is July 1st, 2017.

Total accrued interests amount to USD 3.150.000 as of December 31, 2015.

d) On August 26, 2015, the Company entered into a Zero Coupon promissory note with Delphi Financial Services Luxembourg S.a r.l. (“DFSL”) for a principal amount of USD 9.278.774.056 at an issue price of USD 5.280.000.000.

The maturity date is on August 26, 2025.

Total accrued interests amount to USD 103.539.139 as of December 31, 2015.

6. Capital and reserves

As at December 31, 2015, the share capital amounts to USD 58.209 and was built up through the following transactions:

On August 19, 2015, Delphi International Holdings S.a r.l. incorporated the Company and contributed USD 18.000 to the share capital of the Company in consideration for the issue of shares. The contribution was funded through cash resources.

On August 26, 2015, Delphi International S.a r.l. contributed its USD 5.280.000.000 promissory note with Delphi Financial Services Luxembourg S.a r.l. to the Company in exchange for 25.080 shares having a nominal value of USD 1. The resulting increases in share capital and in share premium of the Company were USD 25.080 and USD 5.279.974.920.

On August 26, 2015, Delphi International Holdings S.a r.l. contributed its USD 4.000.000.000 promissory notes with Delphi Automotive Luxembourg LLP to the Company in exchange for 1.000 shares having a nominal value of USD 1. The resulting increases in share capital and in share premium of the Company were USD 1.000 and USD 3.999.999.000.

On August 27, 2015, Delphi International Holdings S.a r.l. subscribed to a USD 12.204 increase of capital of the Company. The resulting share premium was USD 2.569.217.996.

On October 28, 2015, Delphi International Holdings S.a r.l. contributed USD 322.766.667 receivables from Delphi Latin America Holdings LLP, plus USD 84.316.556 accrued and unpaid interest to the Company. The capital of the Company

Delphi Luxembourg Financing S.à r.l.

Notes to the annual accounts
for the financial year ended December 31, 2015

was increased by USD 1.925 by the issuance of 1.925 shares with a nominal value of USD 1. The resulting share premium was USD 407.080.297.

As a result of the above transactions, the share capital and share premium of the Company amount to USD 58.209 and USD 12.256.273.213 respectively as of December 31, 2015.

7. Legal reserve

The company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

8. Non subordinated debts

On October 29, 2015, Delphi International Holdings S.a r.l. sold to the Company 192.077.001 fully paid ordinary shares of USD 1 in the share capital of Delphi UK Investments Ltd. The consideration for the sale was a loan issued by the Company to Delphi International Holdings S.a r.l. in an amount of USD 200.000.000. As of December 31, 2015, the balance in related interests payable amounts to USD 1.028.440.

The remaining USD 206.957.201 balance in payable consists of cashpooling balances, mainly resulting from the capital contributions into Delphi UK Investments Ltd mentioned in note 5.

9. Interest and other financial income and charges

Interests income and interests expense are detailed in notes 5 and 8.

Delphi Luxembourg Financing S.à r.l.
Société à responsabilité limitée
Registered office: Avenue de Luxembourg, L-4940 Bascharage
R.C.S. Luxembourg : B 199.582
Share Capital: USD 58,209

(the Company)

WRITTEN RESOLUTION OF THE COMPANY'S SHAREHOLDERS

of 30th June 2016

Whereas Delphi International Sàrl, a company incorporated under the laws of Luxembourg with registered office at avenue de Luxembourg, L-4940 Bascharage, and Delphi International Holdings Sàrl, a company incorporated under the laws of Luxembourg with registered office at avenue de Luxembourg, L-4940 Bascharage, are the shareholders of the Company.

Whereas pursuant to article 193 of the law of 10th August 1915 on commercial companies decisions by the shareholders can be taken by way of written resolutions.

I. Approval of 2015 Financial Statements

The shareholders acknowledged having received from the board of managers the Company's financial statements (including the balance sheet and profit and loss account) for the year ended 31st December 2015.

The shareholders resolved to approve the Company's financial statements for the year ended 31st December 2015 and to allocate the results amounting to USD 197,603,412.96 as follows:

- Legal reserve: 5,820.90
- Profits carried forward: USD 197,597,592.06

The shareholders resolved to grant discharge to the managers of the Company in office during the financial year ended 2015 for the exercise of their function.

The shareholders resolved to confirm the appointment of the current managers of the board of managers for an undetermined period namely:

David M. Sherbin
Michele Compton
Christophe Moulin



Delphi International Sàrl
Michele Compton – “Manager



Delphi International Sàrl
Christophe Moulin – Manager



Delphi International Holdings Sàrl
Michele Compton – “Manager



Delphi International Holdings Sàrl
Christophe Moulin – Manager